



WASTE MANAGEMENT

EPA Region 5 Records Ctr.



368650

Closed Site Management Group
720 Butterfield Road
Lombard, IL 60148
(630) 572-8800
(630) 218-1596 Fax

June 3, 2002

Deena Sheppard-Johnson, SR-6J
U.S. Environmental Protection Agency
Remedial Enforcement Support Section
77 West Jackson Blvd.
Chicago, Illinois 60604

RE: South Dayton Dump Site, Moraine, Ohio

Dear Ms. Sheppard-Johnson:

Enclosed you will find Waste Management of Ohio, Inc.'s response to the U.S. Environmental Protection Agency's March 29, 2002 Request for Information concerning the above referenced site. Industrial Waste Disposal Co., Inc. was merged into Waste Management of Ohio, Inc. on August 31, 1989.

If you have any questions, please call our counsel, David Winfrey at 713/265-1431 or myself at 630/572-2486.

Sincerely,

Debra A. Kopsky
Paralegal

Enclosures

Cc: Jim Forney (w/enclosures)
David Winfrey (w/enclosures)

WASTE MANAGEMENT OF OHIO, INC.
Response to U.S. EPA'S Request for Information for
South Dayton Dump Site, Moraine, Ohio

1. Identify all persons consulted in the preparation of the answers to these questions.

Mr. Thomas Koogler
Area Vice President – OH/KY/WVA Group
Waste Management of Ohio, Inc.
Fairborn, Ohio 45324

Ms. Debra A. Kopsky
Paralegal
Waste Management, Inc.
720 Butterfield Road
Lombard, Illinois 60148

Mr. Joseph Woerner
Controller
Waste Management of Ohio, Inc.
Fairborn, Ohio 45324

All Waste Management employees may be reached through counsel:

Mr. David Winfrey
Waste Management, Inc.
1001 Fannin Street
Houston, Texas 77002
713/265-1431

2. Identify all documents consulted, examined, or referred to in the preparation of the answers to these questions and provide copies of all such documents.

The only documents reviewed for this response were those provided as evidence by the U.S. Environmental Protection Agency. For your convenience, these have been attached as Exhibit A.

3. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any question or who may be able to provide additional response documents, identify such persons.

Respondent, Waste Management of Ohio, Inc., does not have any reason to believe that there are persons able to provide a more detailed or complete response or provide additional documentation to the questions herein.

4. List the EPA Identification Numbers of the Respondent.

08-57-73-1990

5. Identify the acts or omissions of any person, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting there from at the South Dayton Dump Site.

Given the broad nature of this question, in which case, Respondent reserves the right to object without waiving such right through this response, Respondent does not know of any acts or omissions by any person that may have caused the release or the threat of release of hazardous substances, pollutants, or contaminants and damages resulting at the South Dayton Dump Site.

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South Dayton Dump Site, Moraine, Ohio

Respondent will supplement this response should respondent know additional information necessitating supplementation.

- 6. Identify all persons including respondent's employees, who have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the Site.**

Respondent does not know of anybody that would have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the Site.

- 7. Set forth the dates during which the Respondent engaged in any of the following activities:**

- a. Generation of hazardous materials which were sent to the South Dayton Dump Site;**

Respondent is not now, nor has it ever been, a generator of hazardous materials sent to the South Dayton Dump Site.

- b. Transportation of any material to the South Dayton Dump Site.**

Respondent's investigation did not lead to any evidence that Respondent actually transported material to the South Dayton Dump Site.

- 8. Identify all persons, including yourself, who may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to, hazardous substances, at the South Dayton Dump Site. In addition, identify the following:**

- a. The persons with whom you or such other persons made such arrangements;**

Respondent has been unable to determine that Respondent may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to, hazardous substances, at the South Dayton Dump Site.

- b. Every date on which such arrangements took place;**

See response to Question 8a.

- c. For each transaction, the nature of the material or hazardous substance, including the chemical content, characteristics, physical state (e.g., solid, liquid), and the process for which the substance was used or the process which generated the substance;**

See response to Question 8a.

- d. The owner of the materials or hazardous substances so accepted or transported;**

See response to Question 8a.

- e. The quantity of the materials or hazardous substances involved (weight or volume) in each transaction and the total quantity for all transactions;**

See response to Question 8a.

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South Dayton Dump Site, Moraine, Ohio

- f. All tests, analyses, and analytical results concerning the materials;**

See response to Question 8a.

- g. The person(s) who selected the South Dayton Dump Site as the place to which the materials or hazardous substances were to be transported;**

See response to Question 8a.

- h. The Amount paid in connection with each transaction, the method of payment, and the identity of the person from whom payment was received;**

See response to Question 8a.

- i. Where the person identified in g., above, intended to have such hazardous substances or materials transported and all evidence of this intent;**

See response to Question 8a.

- j. Whether the materials or hazardous substances involved in each transaction were transshipped through, or were stored or held at, any intermediate site prior to final treatment or disposal;**

See response to Question 8a.

- k. What was actually done to the materials or hazardous substances once they were brought to the South Dayton Dump Site;**

See response to Question 8a.

- l. The final disposition of each of the materials or hazardous substances involved in such transactions.**

See response to Question 8a.

- m. The measures taken by you to determine the actual methods, means, and site of treatment or disposal or disposal of the material and hazardous substance involved in each transaction;**

See response to Question 8a.

- n. The type and number of containers in which the materials or hazardous substances were contained when they were accepted for transport, and subsequently until they were deposited at the South Dayton Dump Site, and all markings on such containers;**

See response to Question 8a.

- o. The price paid for (i) transport, (ii) disposal, or (iii) both of each material and hazardous substance;**

See response to Question 8a.

WASTE MANAGEMENT OF OHIO, INC.
Response to U.S. EPA'S Request for Information for
South Dayton Dump Site, Moraine, Ohio

- p. All documents containing information responsive to a-o above, or in lieu of identification of all relevant documents, provide copies of all such documents;

See response to Question 8a.

- q. All persons with knowledge, information, documents responsive to a-p above.

See response to Question 8a.

9. Identify all liability insurance policies held by Respondent from 1941 to the present. In identifying such policies, state the name and address of each insurer and of the insured, the amount of coverage under each policy, the commencement and expiration dates for each policy, whether or not the policy contains a "pollution exclusion" clause, and whether the policy covers or excludes sudden, nonsudden, or both types of accidents. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

Respondent objects that this request is unduly burdensome and not likely to lead to discovery of funds available to pay response costs.

10. Provide copies of all income tax returns, including all supporting schedules, sent to the Federal Internal Revenue Service in the last five years.

Respondent is a subsidiary of Waste Management Holdings, Inc., a wholly owned subsidiary of Waste Management, Inc. whose financial statements are available at www.wm.com.

11. If respondent is a Corporation, respond to the following requests:

- a. Provide a copy of the Articles of Incorporation and By-Laws of the Respondent.

Both the articles of incorporation for Industrial Waste Disposal Co., Inc. and the merger agreement whereby Industrial Waste Disposal Co., Inc. was merged into Waste Management of Ohio, Inc. have been attached as Exhibit B.

- b. Provide Respondent's financial statements for the past five fiscal years, including but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.

See response to Question 10.

- c. Identify all of Respondent's current assets and liabilities and the person(s) who currently own or is responsible for such assets and liabilities.

See response to Question 10.

- d. Identify the Parent Corporation and all Subsidiaries of the Respondent.

The parent corporation is Waste Management, Inc. A list of subsidiaries are listed in Waste Management, Inc.'s most recent 10-K report which can be found at www.wm.com under "Investor Relations."

12. If Respondent is a Partnership, respond to the following requests:

- a. Provide copies of the Partnership Agreement;

WASTE MANAGEMENT OF OHIO, INC.
Response to U.S. EPA'S Request for Information for
South Dayton Dump Site, Moraine, Ohio

- b. Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission;**
- c. Identify all of Respondent's current assets and liabilities and the person (s) who currently own or is responsible for such assets and liabilities;**
- d. Identify all subsidiaries of the Respondent.**

Respondent is not a Partnership.

13. If Respondent is a Trust, respond to the following requests:

- a. Provide all relevant agreements and documents to support this claim.**
- b. Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.**
- c. Identify all of Respondent's current assets and liabilities and the person (s) who currently own or is responsible for such assets and liabilities.**

Respondent is not a Trust.

EXHIBIT A

EPA Notification of Hazardous Waste Site

United States
Environmental Protection
Agency
Washington DC 20460

This initial notification information is required by Section 103(r) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 and must be mailed by June 9, 1981.

Please type or print in ink. If you need additional space, use separate sheets of paper. Indicate the letter of the item which applies.

CH #285

81 06 04

UHS-000-001-352

A Person Required to Notify:

Enter the name and address of the person or organization required to notify.

Name IWD - INDUSTRIAL WASTE DISPOSAL CO. INC.
 Street (PO BOX 1453) 3975 HARGNER FORD RD.
 City DAYTON State OH Zip Code 45414

B Site Location:

Enter the common name (if known) and actual location of the site.

Name of Site SOUTH DAYTON DUMP & LANDFILL
 Street 1976 SPRINGWOOD RD.
 City MURKINE County OH Zip Code 45474

C Person to Contact:

Enter the name, title (if applicable), and business telephone number of the person to contact regarding information submitted on this form.

Name (Last, First and Title) QUIRLEY, MICHAEL J. DIV. MGR
 Phone (513) 273-0821

D Dates of Waste Handling:

Enter the years that you estimate waste treatment, storage, or disposal began and ended at the site.

From (Year)

To (Year)

E Waste Type: Choose the option you prefer to complete

Option 1: Select general waste types and source categories. If you do not know the general waste types or sources, you are encouraged to describe the site in Item F—Description of Site.

General Type of Waste:
Place an X in the appropriate boxes. The categories listed overlap. Check each applicable category.

- 1. ☐ Organics
- 2. ☐ Inorganics
- 3. ☐ Solvents
- 4. ☐ Pesticides
- 5. ☐ Heavy metals
- 6. ☐ Acids
- 7. ☐ Alkalis
- 8. ☐ PCBs
- 9. ☐ Mixed Municipal Waste
- 10. ☐ Unknown
- 11. ☐ Other (Specify)

Source of Waste:
Place an X in the appropriate boxes.

- 1. ☐ Mining
- 2. ☐ Construction
- 3. ☐ Textiles
- 4. ☐ Fertilizer
- 5. ☐ Paper/Printing
- 6. ☐ Leather Tanning
- 7. ☐ Iron/Steel Foundry
- 8. ☐ Chemical, General
- 9. ☐ Plating/Polishing
- 10. ☐ Military/Ammunition
- 11. ☐ Electrical Conductors
- 12. ☐ Transformers
- 13. ☐ Utility Companies
- 14. ☐ Sanitary/Refuse
- 15. ☐ Photofinish
- 16. ☐ Lab/Hospital
- 17. ☐ Unknown
- 18. ☐ Other (Specify)

Option 2: This option is available to persons familiar with the Resource Conservation and Recovery Act (RCRA) Section 3001 regulations (40 CFR Part 263).

Specific Type of Waste:
EPA has assigned a four-digit number to each hazardous waste listed in the regulations under Section 3001 of RCRA. Enter the appropriate four digit number in the boxes provided. A copy of the list of hazardous wastes and codes can be obtained by contacting the EPA Region serving the State in which the site is located.

000677 JUN -981

Form Approved
 OMB No. 2000-0138
 EPA Form 8900-1

JUN 15 1981

Notification of Hazardous Waste Site

Site Type

F

Waste Quantity:

Place an X in the appropriate boxes to indicate the facility types found at the site.

In the "total facility waste amount" space give the estimated combined quantity (volume of hazardous wastes at the site using cubic feet or gallons.

In the "total facility area" space, give the estimated area size which the facilities occupy using square feet or acres.

Facility Type

1. ☐ Piles
2. ☐ Land Treatment
3. ☒ Landfill
4. ☐ Tanks
5. ☐ Impoundment
6. ☐ Underground Injection
7. ☐ Drums, Above-Ground
8. ☐ Drums, Below Ground
9. ☐ Other (Specify)

Total Facility Waste Amount

cubic feet

gallons

Total Facility Area

square feet

acres

G

Known, Suspected or Likely Releases to the Environment:

Place an X in the appropriate boxes to indicate any known, suspected, or likely releases of wastes to the environment.

☐ Known ☐ Suspected ☐ Likely ☐ None

Note: Items Hand I are optional. Completing these items will assist EPA and State and local governments in locating and assessing hazardous waste sites. Although completing the items is not required, you are encouraged to do so.

H

Sketch Map of Site Location: (Optional)

Sketch a map showing streams, highways, routes or other prominent landmarks near the site. Place an X on the map to indicate the site location. Draw an arrow showing the direction north. You may substitute a publishing map showing the site location.

I

Description of Site: (Optional)

Describe the history and present conditions of the site. Give directions to the site and describe any nearby wells, springs, lakes, or housing. Include such information as how waste was disposed and where the waste came from. Provide any other information or comments which may help describe the site conditions.

J

Signature and Title:

The person or authorized representative (such as plant managers, superintendents, trustees or attorneys) of persons required to notify must sign the form and provide a mailing address (if different than address in item A). For other persons providing notification, the signature is optional. Check the boxes which best describe the relationship to the site or the person required to notify. If you are not required to notify check "Other".

Name

Street

City

State

Zip Code

Signature

Date

- ☐ Owner, Present
- ☐ Owner, Past
- ☒ Transporter
- ☒ Operator, Present
- ☐ Operator, Past
- ☐ Other

SEE LETTER ATTACHED

6- COPIES



INDUSTRIAL WASTE DISPOSAL CO., INC.
P.O. BOX 1453 3975 WAGONER FORD ROAD • DAYTON, OHIO 45414
PHONE 513 278-0821

June 9, 1981

USEPA Region V
Site: Notification
Chicago, Illinois 60604

RE: Industrial Waste Disposal Co., Inc. - Disposal Sites

Dear Sirs:

Section 103(c) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("Superfund") requires certain persons to notify the Environmental Protection Agency by June 9, 1981, of the existence of hazardous waste facilities. Industrial Waste Disposal Co., Inc. ("IWD") has transported commercial, industrial, and municipal solid wastes to the sites listed on the attached appendix. As some of these wastes may be subject to Resource Conservation and Recovery Act regulations, and the Superfund law imposes heavy penalties for failure to file a notification when one is required, IWD is submitting this letter to fulfill its reporting obligation under Section 103(c) of the Superfund.

We are not in possession of reasonably available records which would indicate the specific areas, types and quantities of "hazardous" wastes disposed at these sites. Moreover, because any such hazardous wastes would have been disposed of in connection with much larger quantities of solid waste, which EPA has classified as non-hazardous, there are no reasonably available records which would accurately reflect quantities of hazardous waste which might have been delivered to these sites. However, we believe the preponderance of the small amount of hazardous waste which may have been disposed at these sites would have come from generators of small quantities of hazardous waste. Such wastes are excluded from regulation under the EPA hazardous waste management program when they are disposed at a facility which is permitted and licensed to manage municipal or industrial solid waste.

If you would like further information concerning this matter, please contact me.

Sincerely,

Request

Michael J. Gingley
Division Manager/Solid Waste Collections

MLQ:ll

Enclosure

JUN 15 1981

IWD - DISPOSAL SITES

North Sanitary Landfill
4220 Pinnacle Rd.
Moraine, Ohio

Espo's Landfill
5600 Upper River Rd.
West Carrollton, Ohio

Vance Road Landfill
2101 Vance Rd.
Moraine, Ohio

Sanitary Landfill
2601 Dorothy Lane
Moraine, Ohio

South Dayton Lump & Landfill ✓
1976 Springboro Rd.
Moraine, Ohio

Miami County Incinerator
2300 North County Rd.
Troy, Ohio

Shelby County Incinerator
Sidney, Ohio

County Landfill
4016 Dayton-Springfield Rd.
Springfield, Ohio

RusCot's Landfill
300 East Maine
Springfield, Ohio

Landfill Systems, Inc.
3850 Lower Valley Pike
Springfield, Ohio

North Sanitary Landfill
Snyder Dower Road
Tremont City, Ohio

JUN 15 1987

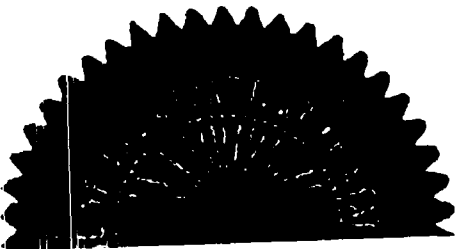
EXHIBIT B

PLEASE NOTE THAT THE ATTACHED ARTICLES WERE PROVIDED
BY THE OHIO SECRETARY OF STATE. THE ORIGINAL QUALITY IS
ALSO POOR.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, SHERROD BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my
official custody as Secretary of State, and found to be true and correct, of the
Articles of Incorporation of INDUSTRIAL WASTE DISPOSAL CO., INC.,
an Ohio corporation, Charter #244891, filed February 8, 1955
recorded RollD22 Frame 2243; Certificate of Agreement of MERGER
of DISPOSAL EQUIPMENT, INC., an Ohio corporation, Charter #409207,
merging into INDUSTRIAL WASTE DISPOSAL CO., INC., an Ohio corporation,
Charter #244891, the Survivor of stated Merger, INDUSTRIAL WASTE
DISPOSAL CO., INC.

filed in this office on the 30th day of June A.D. 1972
and recorded on (in) Roll (Volume) B815 Frame (Page) 1161 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 27th day

FOURTH. The maximum number of shares which the corporation is authorized to have outstanding is Two Hundred Fifty (250), all of which shall be with a par value of One Hundred and 08/100 Dollars (\$ 100.08) each.

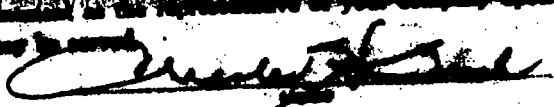
FIFTH. The amount of capital with which the corporation will begin business is Five Hundred and 08/100 Dollars (\$ 500.08).

IN WITNESS WHEREOF. We have hereunto subscribed our names, this seventh day of February, 19 28.

Lois J. Stockheim
Charles F. Smith
Milton Sproul

N.B. Articles will be returned unless accompanied by form designating statutory agent. See G. C. 8825-126.

Continued: I hereby accept the appointment as the representative of your company upon whom process, tax notice, or demands may be served.

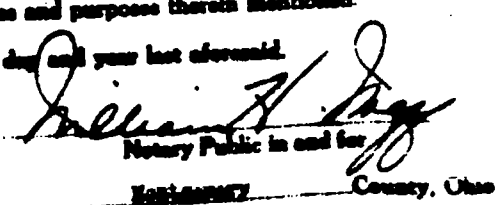


State of Ohio,

County of Montgomery, ss:

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 7th day of February, 1935, the above named Charles H. Busch who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.


Notary Public in and for
Montgomery County, Ohio

PROCEEDINGS OF THE INCORPORATORS

On the 5th day of February 19 55

the persons named below as subscribers to the articles of incorporation, desiring for themselves, their associates, successors and assigns, to become a body corporate, in accordance with the general corporation laws of the State of Ohio, under the name and style of

INDUSTRIAL WASTE DISPOSAL CO., INC.

(Name of Corporation)

and with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did subscribe and acknowledge, as required by law, articles of incorporation, which articles, together with the certificate of acknowledgment, were, on the 8th day of February

19 55., duly filed in the office of the Secretary of State, at Columbus, Ohio, and by him recorded, and a certified copy thereof, of which the following is a true and correct copy, by him furnished to said subscribers:

Filed February 8, 1955

Corporation No. 244891

ARTICLES OF INCORPORATION

OF

INDUSTRIAL WASTE DISPOSAL CO., INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Industrial Waste Disposal Co., Inc.

SECOND. The place in the State of Ohio where its principal office is to be located is

Dayton in Montgomery County.
(City, Village or Township)

THIRD. The purpose or purposes for which it is formed are:

To carry on and conduct a business of removal of waste materials from industrial, mercantile and residential establishments and the disposal thereof by any means including, but not limited to, dumping, burning, erosion by natural or artificial methods and the doing of all things necessary and incidental thereto.

To purchase, lease or otherwise acquire, and to erect, construct, improve, operate, manage, and control, directly or through the ownership of shares in any corporation, any and all kinds of buildings, storerooms, warehouses, factories and shops; and to engage generally in the business of owning, operating and leasing real and personal property of every character and description.

PROCEEDINGS OF THE INCORPORATORS

FOURTH. The maximum number of shares which the corporation is authorized to have outstanding is Two Hundred Fifty (250), which shall be classified as follows:

(Here state designation, maximum numbers and par value, if any, of shares of each class, and the relative rights, restrictions and qualifications of each class.)

*All of which shall be with a par value of One Hundred and 00/100 (\$ 100.00) Dollars each.

~~*All of which shall be without par value.~~

PROCEEDINGS OF THE INCORPORATORS

FIFTH. The amount of capital with which the corporation will begin business is.....
Five Hundred and 00/100 (\$ 500.00) Dollars.

SIXTH. *Subscriptions for shares without par value may be received by the undersigned at.....
(\$.....) Dollars for each share.

*Shares shall be presently issued for the following considerations other than cash:

*(a) Number and description of such shares:

*(b) Description of the consideration other than cash to be received for such shares:

*(c) The valuation at which such property is to be received is.....
(\$.....) Dollars.

*SEVENTH. The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors, or of the shareholders, or of any class of shareholders, or for the purpose of creating and defining rights and privileges of the shareholders among themselves:

PROCEEDINGS OF THE INCORPORATORS

IN WITNESS WHEREOF, we have hereunto subscribed our names, this seventh day
of February, 19 55

Lois J. Stoecklein

Charles H. Boesch

Milton L. Sprowl

THE STATE OF OHIO, COUNTY OF MONTGOMERY, SS.

Personally appeared before me, the undersigned, a Notary Public, in and for said county, this
7th day of February 19 55, the above named Lois J. Stoecklein,
Charles H. Boesch, and Milton L. Sprowl, who each severally acknowledged
the signing of the foregoing articles of incorporation to be his free act and deed, for the uses and purposes
therein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

William H. Wolff

Notary Public.

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, Ted W. Brown, Secretary of State of the State of Ohio,
do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original
record now in my official custody as Secretary of State, and found to be true and correct, of the Articles
of Incorporation of Industrial Waste Disposal Co., Inc.

(Name of Corporation)

filed in this office on the 8th day of February 19 55, and re-
corded in Volume 699 Page 576, of the Record of Incorporations.

Witness my hand and official seal at Columbus, this 8th day of February
19 55.

(SEAL)

TED W. BROWN

Secretary of State

FILED

AUG 17 1989

10AM

SECRETARY OF STATE

CERTIFICATE OF MERGER
 OF
 BLAYLOCK TRUCKING COMPANY, INC.,
 INDUSTRIAL WASTE DISPOSAL CO., INC.,
 PINNACLE ROAD LANDFILL, INC.,
 LAKE COUNTY LAND IMPROVEMENT, INC.
 AND
 S.E.M., INC.
 INTO
 WASTE MANAGEMENT OF OHIO, INC.
 (UNDER SECTION 252 OF THE GENERAL
 CORPORATION LAW OF THE STATE OF DELAWARE)

Waste Management of Ohio, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
- (a) Blaylock Trucking Company, Inc., an Ohio corporation;
 - (b) Industrial Waste Disposal Co., Inc., an Ohio corporation;
 - (c) Pinnacle Road Landfill, Inc., an Ohio corporation;
 - (d) Lake County Land Improvement, Inc., an Ohio corporation;
 - (e) S.E.M., Inc., an Ohio corporation; and
 - (f) Waste Management of Ohio, Inc., a Delaware corporation.
- (2) An agreement of merger, a true and complete copy of which is attached hereto, has been approved, adopted, certified, executed and acknowledged by each of said corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Section 1701.79 of the General Corporation Law of the State of Ohio.
- (3) The name of the surviving corporation is Waste Management of Ohio, Inc.
- (4) The certificate of incorporation of Waste Management of Ohio, Inc. shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the State of Delaware.
- (6) The executed agreement of merger is on file at the principal place of business at 3003 Butterfield Road, Oak Brook, Illinois 60521, Attention: Secretary.
- (7) A copy of the agreement of merger will be furnished by Waste Management of Ohio, Inc. on request and without cost, to any stockholder of any of the corporations identified in Section 1 above.
- (8) The authorized capital stock of each of the constituent corporations is as follows:

<u>Constituent Corporation</u>	<u>Authorized Capital</u>	<u>Par Value</u>
Blaylock Trucking Company, Inc.	250	No par

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of this 11th day of August, 1989, by and among Blaylock Trucking Company, Inc. ("Blaylock"), Industrial Waste Disposal Co., Inc. ("IWD"), Pinnacle Road Landfill, Inc. ("Pinnacle"), Lake County Land Improvement, Inc. ("Lake County") and S.E.M., Inc. ("SEM"), all Ohio corporations (referred to herein singularly as a "Merging Corporation" and collectively as the "Merging Corporations"), and Waste Management of Ohio, Inc., a Delaware corporation (referred to herein as the "Survivor").

WHEREAS, Blaylock has an authorized capital stock consisting of 250 shares of common stock, no par value, of which 132 shares are issued and outstanding;

WHEREAS, IWD has an authorized capital stock consisting of 250 shares of common stock, \$100 par value per share, of which 250 shares are issued and outstanding;

WHEREAS, Pinnacle has an authorized capital stock consisting of 500 shares of common stock, no par value, of which 10 shares are issued and outstanding;

WHEREAS, Lake County has an authorized capital stock consisting of 500 shares of common stock, no par value, of which 200 shares are issued and outstanding;

WHEREAS, SEM has an authorized capital stock consisting of 500 shares of common stock, no par value, of which 100 shares are issued and outstanding;

WHEREAS, the Survivor has an authorized capital stock consisting of 1,000 shares of common stock, \$1.00 par value per share, of which 100 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Merging Corporations and the Survivor deem it advisable and generally to the advantage and welfare of the parties and their respective stockholders that the Merging Corporations merge with the Survivor under and pursuant to the provisions of the General Corporation Law of the State of Ohio and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** Each of the Merging Corporations shall be and it hereby is merged with and into the Survivor.
2. **EFFECTIVE TIME.** This Plan and Agreement of Merger shall become effective at 11:59 p.m. upon the later to occur of August 31, 1989 or the date of the filing of documents required to effectuate the merger hereby contemplated in compliance with the laws of the States of Ohio and Delaware, the time of such effectiveness being hereinafter called the Effective Time.